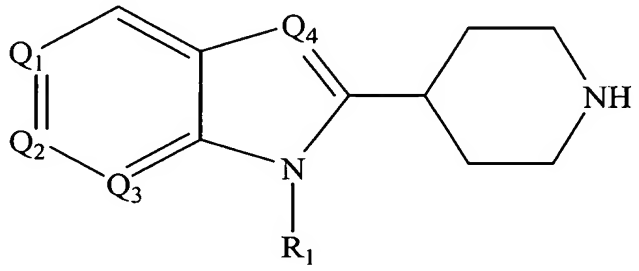
What is claimed is:

1. A compound having the Formula I:



wherein:

Q_1 is N or CR_3;

Q_2 is N or CR_4;

Q_3 is N or CR_{20};

Q_4 is N or S;

R_1 is H, alkyl, aryl, arylalkyl, heteroaryl; heteroarylalkyl, heterocycloalkyl, arylsulfonyl, aryloxycarbonyl, alkoxyalkoxyalkyl, alkyl-S-R_7, alkyl-NH-C(=O)-R_8 or –R_9-X-R_{10}-R_{11})H;

wherein each of the alkyl, aryl, arylalkyl heteroaryl, heteroarylalkyl, heterocycloalkyl, arylsulfonyl, aryloxycarbonyl and alkoxyalkoxyalkyl moieties in each of the foregoing R_1 groups can be optionally substituted with up to 5 groups independently selected from the group consisting of C_1-C_6 alkyl, OH, hydroxyalkyl, -C(=O)-R_5, CN, aryl, alkoxycarbonyl, alkylaryl, arylalkyl, heteroaryl, S-heteroaryl optionally substituted with halogen, heteroarylalkyl optionally substituted with halogen, heterocycloalkyl optionally substituted with amino, NO_2, halogen, monohaloalkyl, dihaloalkyl, trihaloalkyl, perhaloaryl, perhaloalkylaryl, alkyl-$NR_{15}R_{16}$ and $NR_{15}R_{16}$;

or one of said alkyl, aryl, arylalkyl heteroaryl, heteroarylalkyl, heterocycloalkyl, arylsulfonyl, aryloxycarbonyl or alkoxyalkoxyalkyl moieties of one of said R_1 groups can be attached to a structure of Formula I at position R_1 thereof;

R_3 and R_4 are independently each H, halogen, C_1-C_6 alkyl, trihaloalkyl, alkoxycarbonyl, alkoxy, $NR_{15}R_{16}$, and NO_2, wherein said C_1-C_6 alkyl, alkoxycarbonyl, and alkoxy groups can each be optionally substituted with $NR_{15}R_{16}$;

R_5 is H, –NHNHR$_6$, –NHN=CH-R$_6$, heteroaryl, heterocycloalkyl, wherein said hereteroaryl group can be optionally substituted with an aryl or heteroaryl group,

Sub A1

R_6 is aryl, heteroaryl; arylsulfonyl, heteroarylsulfonyl, -C(=S)-NH-aryl, -C(=S)-NH-arylcarbonyl, -C(=S)-NH-heteroarylcarbonyl, -C(=S)-NH-alkylene-R_{21}, -C(=O)-NH-aryl, -C(=O)-NH-arylcarbonyl, -C(=O)-NH-heteroarylcarbonyl, or -C(=O)-NH-alkylene-R_{21} where R_{21} is carboxy, alkoxycarbonyl, aryl, heteroaryl, heterocycloalkyl, arylaminocarbonyl, cycloalkylaminocarbonyl, or a saturated hydrocarbon fused ring system optionally having an aryl ring fused thereto, said ring system being optionally substituted with up to three alkyl groups on the alkyl or aryl rings thereof;

wherein any of said R_6 groups can be optionally substituted with up to 3 groups selected from $NR_{15}R_{16}$, alkyl, hydroxy, halogen, aryl, alkoxy, trihaloalkoxy, arylalkyloxy, NO_2, -SH, -S-alkyl, heteroarylcarbonyl, heteroaryl, alkylheteroaryl, or a moiety of formula -OC_2CH_2-O- attached to adjacent atoms of said R_6 group;

R_7 is heteroaryl or heterocycloalkyl;

R_8 is aryl;

R_9 and R_{10} are each independently alkylene having from 1 to about 20 carbons;

X is –N(R_{12})-, -C(R_{13})(R_{14})- or O;

R_{11} is H, heterocycloaryl, or alkoxy, wherein said heterocycloaryl, or alkoxy group can be optionally substituted with up to four groups independently selected from halogen, amino, trihaloalkyl, alkoxycarbonyl, and CN;

R_{12} is H or C_1-C_6 alkyl; and

R_{13} and R_{14} are each independently H or C_1-C_6 alkyl.

R_{15} is H, halogen, C_1-$_{12}$ alkyl, methylcarbonyl, heterocycloalkyl, arylsulfonyl, heteroarylalkyl, aminoalkyl, arylcarbonyl, branched and straight chain polyaminoalkyl, or a group of formula $CH_2(CHOH)_4CH_2OH$,

wherein said methylcarbonyl, heterocycloalkyl, arylsulfonyl, heteroarylalkyl, aminoalkyl, arylcarbonyl, and branched and straight chain polyaminoalkyl groups can be substituted by up to 3 OH groups;

R_{16} is H, halogen, or C_1-C_6 alkyl;

or R_{15} and R_{16} together with the nitrogen atom to which they are attached can form a succinimicdo or phthalimido group or a fused ring derivative thereof, wherein said succinimido or phthalimido group or fused ring derivative thereof can be optionally substituted by up to three substituents independently selected from NO_2 and halogen, or a group of Formula I at position R_1 threreof;

or R_{15} and R_{16} together with the nitrogen atom to which they are attached can form a group of Formula I wherein said nitrogen atom is Q_4 thereof;

provided that when R_3 and R_4 are H, R_1 is not:

methyl, $-CH_2-C(=O)-O-A$ where A is a cyclopentacycloocten-8-yl etser, 1-(1-methylcyclophetyl)piperidin-4-yl, 1-(1-phenylcyclophetyl)piperidin-4-yl, or ethoxyethyl.

2. The compound of claim 1 wherein Q_1 is CR_3, Q_2 is CR_4, Q_3 is CR_{20}, and Q_4 is N.

3. The compound of claim 2 wherein R_3 and R_4 are each independently halogen, amino, NO_2, CN, C_{1-6} alkoxy or C_{1-6} alkyl optionally substituted with up to 3 halogen atoms.

4. The compound of claim 2 wherein R_3 and R_4 are each independently halogen, amino, or NO_2.

5. The compound of claim 2 wherein R_3 and R_4 are each independently halogen.

6. The compound of claim 2 wherein R_3 and R_4 are each chlorine.

7. The compound of claim 2 wherein R_1 is alkyl, alkyl substituted with alkoxycarbonyl, alkyl substituted with carboxy, or aralkyl where said aryl portion of said aralkyl is phenyl, pyridinyl, or pyrimidinyl, and where said phenyl, pyridinyl, or

pyrimidinyl portion of said arylalkyl group is optionally substituted with up to 5 substituents selected from halogen, monohaloalkyl, dihaloalkyl, trihaloalkyl, NO_2, alkoxycarbonyl, and alkyl.

8. The compound of claim 6 wherein R_1 is alkyl, alkyl substituted with alkoxycarbonyl, alkyl substituted with carboxy, or aralkyl where said aryl portion of said aralkyl is phenyl, pyridinyl, or pyrimidinyl, and where said phenyl, pyridinyl, or pyrimidinyl portion of said arylalkyl group is optionally substituted with up to 5 substituents selected from halogen, monohaloalkyl, dihaloalkyl, trihaloalkyl, NO_2, alkoxycarbonyl, and alkyl.

9. The compound of claim 7 wherein said phenyl, pyridinyl, or pyrimidinyl portion of said arylalkyl group is optionally substituted with up to 5 substituents selected from CF_3, F, Cl, NO_2, $COOCH_3$, I, Br, and t-butyl.

10. The compound of claim 8 wherein said phenyl, pyridinyl, or pyrimidinyl portion of said arylalkyl group is optionally substituted with up to 5 substituents selected from CF_3, F, Cl, NO_2, $COOCH_3$, I, Br, and t-butyl.

11. The compound of claim 2 wherein said R_1 is selected from the radicals shown in Scheme 19, *supra*.

12. The compound of claim 2 wherein R_1 is alkyl substituted with $-C(=O)-R_5$.

13. The compound of claim 12 wherein R_5 is $-NHNHR_6$, or $-NHN=CH-R_6$.

14. The compound of claim 13 wherein R_5 is $-NHNHR_6$.

15. The compound of claim 13 wherein R_5 is $-NHN=CH-R_6$.

16. The compound of claim 14 wherein R_6 is -C(=O)-NH-aryl, -C(=O)-NH-cycloalkyl, -C(=S)-NH-aryl, arylsulfonyl, heteroarylsulfonyl, heterocycloalkyl, arylaminocarbonyl, cycloalkylaminocarbonyl, -C(=S)-NH-alkylene-R_{21} where R_{21} is heteroaryl or heterocycloaryl, or a saturated hydrocarbon fused ring system optionally having an aryl ring fused thereto, said ring system being optionally substituted with up to three alkyl groups on the alkyl or aryl rings thereof;

wherein any of said R_6 groups can be optionally substituted with up to 3 groups selected from $NR_{15}R_{16}$, NO_2, a moiety of formula $-OC_2CH_2-O-$ attached to adjacent atoms of said R_6 group, aryl, C_{1-6} alkoxy, carboxy, or C_{1-6} trihaloalkoxy.

17. The compound of claim 15 wherein R_6 is aryl or heteroaryl optionally substituted with up to 3 groups selected from OH, C_{1-6} alkoxy, NO_2, C_{1-6} trihaloalkoxy, C_{1-6} trihaloalkyl, aryl, arylalkyloxy, and a moiety of formula $-OC_2CH_2-O-$ attached to adjacent atoms of said R_6 group.

18. The compound of claim 14 wherein said R_6 is any of the radicals shown in Scheme 16, *supra*.

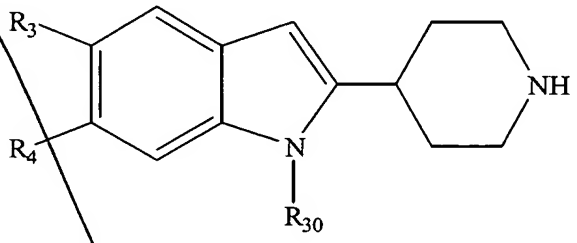
19. The compound of claim 15 wherein said R_6 is any of the radicals shown in Scheme 15, *supra*.

20. The compound of claim 6 wherein R_1 has the formula $-(CH_2)_q-L_4$ where q is 0 to 6 and L_4 is aryl, heteroaryl or heterocycloalkyl, arylsulfonamino, arylcarboxyamino or -S-heteroaryl, where each of said L_4 is optionally substituted with up to three substituents selected from halogen and NO_2.

21. The compound of claim 20 wherein said L_4 is N-maleimidyl, N-succinimidyl, N-phthalimidyl, N-naphthalimidyl, N-pyromellitic diimidyl, phenylsulfonamidyl, phenylcarboxamidyl, N-benzopyrrolidinyl, benzimidazol-1-yl, benzimidazol-2-yl, 1,2,4-triazolyl-4-yl, or purinyl, each of said L_4 groups being optionally

substituted with 1 or 2 substituents selected from halogen, trihaloalkyl, trihaloalkoxy and NO_2.

22. The compound of claim 1 having the formula:

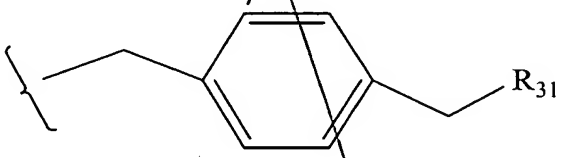


wherein:

R_3 and R_4 are independently each H, halogen, C_1-C_6 alkyl, C_1-C_6 alkoxy, trihaloalkyl, alkoxycarbonyl, alkoxy, $NR_{15}R_{16}$, or NO_2;

R_{30} is C_{1-6} alkyl, heteroarylalkyl, arylalkyl, or heteroaryl, wherein each of said heteroarylalkyl, arylalkyl, or heteroaryl groups each can be optionally substituted with up to three substitutents selected from haloegn, NO_2, and mono-, di-, or trihaloalkyl;

or R_{30} has the structure XX:



XX

wherein R_{31} is alkylamino, aminoalkylamino, poly(aminoalkyl)amino, heterocycloalkylamino, heterocycloalkyl, -NH-$(CHOH)_4$-CH_2OH, -NH-$(CH_2)_{1-12}$-heteroaryl or -NH-$(CH_2)_{1-12}$-heterocycloalkyl.

23. The compound of claim 22 wherein R_{30} has the structure XX.

24. The compound of claim 23 wherein R_{31} is heterocycloalkylamino.

25. The compound of claim 23 wherein R_{31} is alkylamino.

26. The compound of claim 23 wherein R_{31} is aminoalkylamino.

27. The compound of claim 23 wherein R_{31} is poly(aminoalkyl)amino.

28. The compound of claim 23 wherein R_{31} is heterocycloalkylamino.

29. The compound of claim 23 wherein R_{31} is heterocycloalkyl.

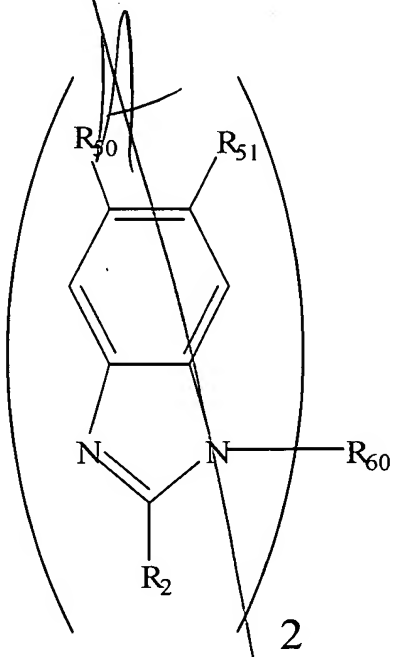
30. The compound of claim 23 wherein R_{31} is -NH-$(CH_2)_{1-12}$-heteroaryl.

31. The compound of claim 23 wherein R_{31} is-NH-$(CH_2)_{1-12}$-heterocycloalkyl.

32. The compound of claim 22 wherein R_{31} is any of the radicals shown in Example 11, *supra*.

33. The compound of claim 22 wherein R_1 is pyridin-4-yl-methyl, pyridin-3yl-methyl, 4-fluorophen-1-yl-methyl, 4-nitrophen-1-yl-methyl, 4-(bromomethyl)phen-1-yl-methyl, pyrimidine-2-yl, or 2,4-dinitrophen-1-yl.

34. A compound having the structure:



2

wherein:

R_2 is NH_2 or piperidin-4-yl;

R_{50} and R_{51} are each independently selected from H, halogen, C_1-C_6 alkyl, trihaloalkyl, alkoxycarbonyl, alkoxy, $NR_{15}R_{16}$, and NO_2, wherein said C_1-C_6 alkyl, alkoxycarbonyl, and alkoxy groups can each be optionally substituted with $NR_{15}R_{16}$;

R_{15} is H, halogen, C_1-$_{12}$ alkyl, methylcarbonyl, heterocycloalkyl, arylsulfonyl, heteroarylalkyl, aminoalkyl, arylcarbonyl, branched and straight chain polyaminoalkyl, or a group of formula $CH_2(CHOH)_4CH_2OH$,

wherein said methylcarbonyl, heterocycloalkyl, arylsulfonyl, heteroarylalkyl, aminoalkyl, arylcarbonyl, and branched and straight chain polyaminoalkyl groups can be substituted by up to 3 OH groups;

R_{16} is H, halogen, or C_1-C_6 alkyl;

or R_{15} and R_{16} together with the nitrogen atom to which they are attached can form a succinimicdo or phthalimido group or a fused ring derivative thereof, wherein said succinimido or phthalimido group or fused ring derivative thereof can be optionally substituted by up to three substituents independently selected from NO_2 and halogen;

R_{60} is alkylene having from 1 to 18 carbons, or $-R_9$-X-R_{10}-)H;

R_9 and R_{10} are each independently alkylene having from 1 to about 20 carbons;

X is $-N(R_{12})$-, $-C(R_{13})(R_{14})$- or O; and

R_{12}, R_{13} and R_{14} are each independently H or C_1-C_6 alkyl.

35. The compound of claim 34 wherein R_2 is piperidin-4-yl.

36. The compound of claim 35 wherein R_{50} and R_{51} are each halogen.

37. The compound of claim 35 wherein R_{50} and R_{51} are each chlorine.

38. The compound of claim 37 wherein R_{60} is alkylene having from 1 to 6 carbons.

39. The compound of claim 37 wherein R_{60} is alkylene having from 1 to 4 carbons.

40. The compound of claim 37 wherein R_{60} is $-CH_2-C_6H_4-CH_2-$.

41. The compound of claim 37 wherein R_{60} is para-$CH_2-C_6H_4-CH_2-$.

42. The compound of claim 34 wherein R_2 is NH_2.

43. The compound of claim 42 wherein R_{50} and R_{51} are each independently selected from H, halogen, methyl, $COOCH_3$, CN and CF_3.

44. The compound of claim 43 wherein R_{60} is $-R_9$-X-R_{10}-.

45. The compound of claim 44 wherein X is $-N(R_{12})-$.

46. The compound of claim 45 wherein R_{12} is methyl and R_9 and R_{10} are each $(CH_2)_2$ or $(CH_2)_3$.

47. The compound of claim 46 wherein R_{50} and R_{51} are each halogen.

48. The compound of claim 46 wherein R_{50} and R_{51} are each H.

49. The compound of claim 46 wherein R_{50} is Br and R_{51} is H.

50. The compound of claim 46 wherein R_{50} is CH_3 and R_{51} is H.

51. The compound of claim 46 wherein R_{50} is $COOCH_3$ and R_{51} is H.

52. The compound of claim 46 wherein R_{50} is CF_3 and R_{51} is H.

53. The compound of claim 46 wherein R_{50} is CN and R_{51} is H.

54. The compound of claim 44 wherein X is O.

55. The compound of claim 54 wherein R_9 and R_{10} are each $(CH_2)_2$ or $(CH_2)_3$.

56. The compound of claim 55 wherein R_{50} and R_{51} are each halogen.

57. The compound of claim 55 wherein R_{50} and R_{51} are each H.

58. The compound of claim 55 wherein R_{50} is Br and R_{51} is H.

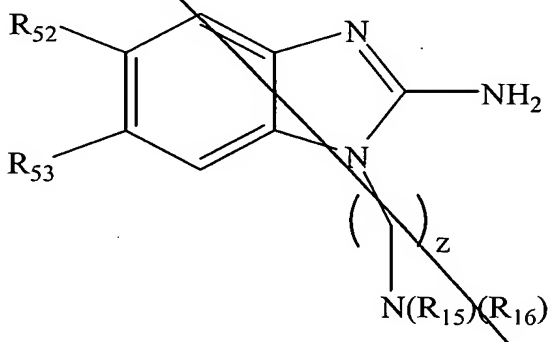
59. The compound of claim 55 wherein R_{50} is CH_3 and R_{51} is H.

60. The compound of claim 55 wherein R_{50} is $COOCH_3$ and R_{51} is H.

61. The compound of claim 55 wherein R_{50} is CF_3 and R_{51} is H.

62. The compound of claim 55 wherein R_{50} is CN and R_{51} is H.

63. A compound of formula:



wherein:

R_{52} and R_{53} are each independently selected from H, halogen, C_1-C_6 alkyl, trihaloalkyl, alkoxycarbonyl, alkoxy, $NR_{15}R_{16}$, and NO_2, wherein said C_1-C_6 alkyl, alkoxycarbonyl, and alkoxy groups can each be optionally substituted with $NR_{15}R_{16}$;

R_{15} is H, halogen, C_1-$_{12}$ alkyl, methylcarbonyl, heterocycloalkyl, arylsulfonyl, heteroarylalkyl, aminoalkyl, arylcarbonyl, branched and straight chain polyaminoalkyl, or a group of formula $CH_2(CHOH)_4CH_2OH$;

wherein said methylcarbonyl, heterocycloalkyl, arylsulfonyl, heteroarylalkyl, aminoalkyl, arylcarbonyl, and branched and straight chain polyaminoalkyl groups can be substituted by up to 3 OH groups;

R_{16} is H, halogen, or C_1-C_6 alkyl;

or R_{15} and R_{16} together with the nitrogen atom to which they are attached can form a succinimicdo or phthalimido group or a fused ring derivative thereof, wherein said succinimido or phthalimido group or fused ring derivative thereof can be optionally substituted by up to three substituents independently selected from NO_2 and halogen; and

z is 1 to 6.

64. The compound of claim 63 wherein R_{15} and R_{16} are each methyl.

65. The compound of claim 64 wherein z is 2 or 3.

66. The compound of claim 65 wherein R_{52} and R_{53} are each independently H, $C_{1\text{-}6}$ alkyl, alkoxy optionally substituted with dialkylamino, or alkylamino.

67. The compound of claim 66 wherein R_{52} is H.

68. The compound of claim 67 wherein R_{53} is methyl, methoxy, alkoxy optionally substituted with dialkylamino, or alkylamino.

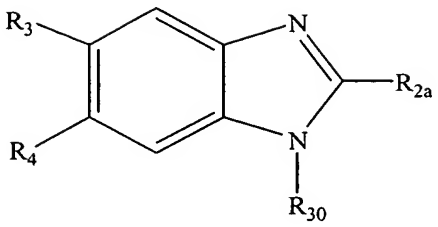
69. The compound of claim 67 wherein R_{53} is OCH_3 or $O(CH_2)_3N(CH_3)_2$.

70. The compound of claim 66 wherein R_{53} is H.

71. The compound of claim 70 wherein R_{52} is methyl, methoxy, alkoxy optionally substituted with dialkylamino, or alkylamino.

72. The compound of claim 70 wherein R_{52} is OCH_3 or $O(CH_2)_3N(CH_3)_2$.

73. A compound of Formula:



wherein:

R_{2a} is amino, phenyl, mono- or bicyclic heterocycloalkyl having 1 or 2 ring nitrogen atoms, mono- or bicyclic heteroaryl having 1 or 2 ring nitrogen atoms, cycloalkyl, halogen, heterocycloalkylalkyl (i.e., alkyl sub w' heterocycloalkyl) having 1 or 2 ring nitrogen atoms, mono- or bicyclic heterocycloalkylamino having 1 or 2 ring nitrogen atoms or a group of formula -S-alkylene-L_1 where L_1 is mono- or bicyclic-heteroaryl having 1 or 2 ring nitrogen atoms;

wherein each of said amino, phenyl, heterocycloalkyl, heteroaryl, cycloalkyl, heterocycloalkylalkyl, or heterocycloalkylamino groups can be optionally substituted with a group selected from amino, OH, C_1-C_{12} alkyl, a structure of formula -C(=O)CH(NH_2)-L_2 where L_2 is the side chain of a naturally occurring alpha amino acid, –C(NH_2)=NH, C_1-C_{12} alkylcarbonyl, mono- or bicyclic heteroaryl having 1 or 2 ring nitrogen atoms, mono- or bicyclic heteroarylalkyl having 1 or 2 ring nitrogen atoms, or S-alkyl-heteroaryl where said heteroaryl is mono- or bicyclic having 1 or 2 ring nitrogen atoms; and

R_3 and R_4 are each independently halogen, amino, NO_2, CN, C_{1-6} alkoxy or C_{1-6} alkyl optionally substituted with up to 3 halogen atoms; and

R_{30} is H, alkyl, aryl, arylalkyl, heteroaryl; heteroarylalkyl, heterocycloalkyl, arylsulfonyl, aryloxycarbonyl, alkoxyalkoxyalkyl, alkyl-S-R_7, alkyl-NH-C(=O)-R_8 or –R_9-X-R_{10}-R_{11})H;

wherein each of the alkyl, aryl, arylalkyl heteroaryl, heteroarylalkyl, heterocycloalkyl, arylsulfonyl, aryloxycarbonyl and alkoxyalkoxyalkyl moieties in each of the foregoing R_1 groups can be optionally substituted with up to 3 groups independently selected from the group consisting of C_1-C_6 alkyl, OH, hydroxyalkyl, -C(=O)-R_5, CN, aryl, alkoxycarbonyl, alkylaryl, arylalkyl, heteroaryl, S-heteroaryl optionally substituted with

halogen, heteroarylalkyl optionally substituted with halogen, heterocycloalkyl optionaly substituted with amino, NO_2, halogen, monohaloalkyl, dihaloalkyl, trihaloalkyl, perhaloaryl, perhaloalkylaryl, alkyl-$NR_{15}R_{16}$ and $NR_{15}R_{16}$;

or one of said alkyl, aryl, arylalkyl heteroaryl, heteroarylalkyl, heterocycloalkyl, arylsulfonyl, aryloxycarbonyl or alkoxyalkoxyalkyl moieties of one of said R_1 groups can be attached to a structure of Formula I at position R_1 thereof;

R_5 is H, $-NHNHR_6$, $-NHN=CH-R_6$, heteroaryl, heterocycloalkyl, wherein said hereteroaryl group can be optionally substituted with an aryl or heteroaryl group,

R_6 is aryl, heteroaryl; arylsulfonyl, heteroarylsulfonyl, -C(=S)-NH-aryl, -C(=S)-NH-arylcarbonyl, -C(=S)-NH-heteroarylcarbonyl, -C(=S)-NH-alkylene-R_{21}, -C(=O)-NH-aryl, -C(=O)-NH-arylcarbonyl, -C(=O)-NH-heteroarylcarbonyl, or -C(=O)-NH-alkylene-R_{21} where R_{21} is carboxy, alkoxycarbonyl, aryl, heteroaryl, heterocycloalkyl, arylaminocarbonyl, cycloalkylaminocarbonyl, or a saturated hydrocarbon fused ring system optionally having an aryl ring fused thereto, said ring system being optionally substituted with up to three alkyl groups on the alkyl or aryl rings thereof;

wherein any of said R_6 groups can be optionally substituted with up to 3 groups selected from $NR_{15}R_{16}$, alkyl, hydroxy, halogen, aryl, alkoxy, trihaloalkoxy, arylalkyloxy, NO_2, -SH, -S-alkyl, heteroarylcarbonyl, heteroaryl, alkylheteroaryl, or a moiety of formula $-OC_2CH_2-O-$ attached to adjacent atoms of said R_6 group;

R_7 is heteroaryl or heterocycloalkyl;

R_8 is aryl;

R_9 and R_{10} are each independently alkylene having from 1 to about 20 carbons;

X is $-N(R_{12})-$, $-C(R_{13})(R_{14})-$ or O;

R_{11} is H, heterocycloaryl or alkoxy, wherein said heterocycloaryl or alkoxy group can be optionally substituted with up to four groups independently selected from halogen, amino, trihaloalkyl, alkoxycarbonyl, and CN;

R_{12} is H or C_1-C_6 alkyl; and

R_{13} and R_{14} are each independently H or C_1-C_6 alkyl;

R_{15} is H, halogen, C_{1-12} alkyl, methylcarbonyl, heterocycloalkyl, arylsulfonyl, heteroarylalkyl, aminoalkyl, arylcarbonyl, branched and straight chain polyaminoalkyl, or a group of formula $CH_2(CHOH)_4CH_2OH$,

wherein said methylcarbonyl, heterocycloalkyl, arylsulfonyl, heteroarylalkyl, aminoalkyl, arylcarbonyl, and branched and straight chain polyaminoalkyl groups can be substituted by up to 3 OH groups;

R_{16} is H, halogen, or C_1-C_6 alkyl;

or R_{15} and R_{16} together with the nitrogen atom to which they are attached can form a succinimicdo or phthalimido group or a fused ring derivative thereof, wherein said succinimido or phthalimido group or fused ring derivative thereof can be optionally substituted by up to three substituents independently selected from NO_2 and halogen, or a group of Formula I at position R_1 threreof;

or R_{15} and R_{16} together with the nitrogen atom to which they are attached can form a group of Formula I wherein said nitrogen atom is Q_4 thereof;

74. The compound of claim 73 wherein R_3 and R_4 are each halogen.

75. The compound of claim 73 wherein R_3 and R_4 are each chlorine.

76. The compound of claim 73 wherein R_{2a} is amino, Cl, phenyl, monocyclic heterocycloalkyl having 1 or 2 ring nitrogen atoms, monocyclic heteroaryl having 1 ring nitrogen atom, cyclopenyl, cyclohexyl, heterocycloalkyl-methyl, piperidine-4-yl amino or a group of formula -S-(C_{2-4} alkylene)-N-phthalimido;

wherein each of said phenyl, heterocycloalkyl heteroaryl, cyclopenyl, cyclohexyl, heterocycloalkyl-methyl, and piperidine-4-yl amino groups can be optionally substituted with a group selected from NH_2, OH, CH_3, $COOCH_3$, a structure of formula -$C(=O)CH(NH_2)$-L_2 where L_2 is a serine or threonine side chain, $-C(NH_2)=NH$, benzimidazolyl, or benzimidazolemethylyl.

77. The compound of claim 75 wherein R_{2a} is amino, Cl, phenyl, monocyclic heterocycloalkyl having 1 or 2 ring nitrogen atoms, monocyclic heteroaryl having 1 ring

nitrogen atom, cyclopenyl, cyclohexyl, heterocycloalkyl-methyl, piperidine-4-yl amino or a group of formula -S-(C_{2-4} alkylene)-N-phthalimido;

wherein each of said phenyl, heterocycloalkyl heteroaryl, cyclopenyl, cyclohexyl, heterocycloalkyl-methyl, and piperidine-4-yl amino groups can be optionally substituted with a group selected from NH_2, OH, CH_3, $COOCH_3$, a structure of formula -$C(=O)CH(NH_2)$-L_2 where L_2 is a serine or threonine side chain, $-C(NH_2)=NH$, benzimidazole, or benzimidazolemethyl.

78. The compound of claim 73 wherein R_{2a} is amino, Cl, piperidinyl, pyridinyl, phenyl, cyclopentyl, cyclohexyl, pyrrolidinyl, piperazinyl, -CH_2-piperazinyl, piperidine-4-yl-amino or S-alkyl-phthalyl, wherein said piperidinyl, pyridinyl, phenyl, cyclopentyl, cyclohexyl, pyrrolidinyl, piperazinyl, -CH_2-piperazinyl, or S-alkyl-phthalyl groups can be optionally substituted with a group selected from NH_2, methylcarbonyl, -$C(=O)CH(NH_2)$-CH_2OH, methyl, OH, $-C(NH_2)=NH$, OH, benzimidazole-2-yl, and -CH_2-benzimidazole-2-yl.

79 The compound of claim 75 wherein R_{2a} is amino, Cl, piperidinyl, pyridinyl, phenyl, cyclopentyl, cyclohexyl, pyrrolidinyl, piperazinyl, -CH_2-piperazinyl, piperidine-4-yl-amino or S-alkyl-phthalyl, wherein said piperidinyl, pyridinyl, phenyl, cyclopentyl, cyclohexyl, pyrrolidinyl, piperazinyl, -CH_2-piperazinyl, or S-alkyl-phthalyl groups can be optionally substituted with a group selected from NH_2, methylcarbonyl, -$C(=O)CH(NH_2)$-CH_2OH, methyl, OH, $-C(NH_2)=NH$, OH, benzimidazole-2-yl, and -CH_2-benzimidazole-2-yl.

80. The compound of claim 73 wherein R_{2a} is amino, Cl, pyridin-4-yl, phenyl substituted with amino, cyclopentyl substituted with amino, cyclohexyl optionally substituted with amino, pyrrolidin-2-yl optionally substituted by hydroxy, piperazin-1-yl optionally substituted at the 4-yl position by benzimidazole-2-yl, piperazin-1-yl-methyl optionally substituted at the 4-yl position by -CH_2-benzimidazole-2-yl, piperidine-4-yl-amino, piperidin-1-yl substituted by amino, S-alkyl-phthalyl, or said R_2 is piperidin-4-yl

optionally substituted at the 1-yl position with -C(=O)CH_3, -C(=O)$CH(NH_2)$-CH_2OH, –$C(NH_2)$=NH, or CH_3.

81. The compound of claim 75 wherein R_{2a} is amino, Cl, pyridin-4-yl, phenyl substituted with amino, cyclopentyl substituted with amino, cyclohexyl optionally substituted with amino, pyrrolidin-2-yl optionally substituted by hydroxy, piperazin-1-yl optionally substituted at the 4-yl position by benzimidazole-2-yl, piperazin-1-yl-methyl optionally substituted at the 4-yl position by -CH_2-benzimidazole-2-yl, piperidine-4-yl-amino, piperidin-1-yl substituted by amino, S-alkyl-phthalyl, or said R_2 is piperidin-4-yl optionally substituted at the 1-yl position with -C(=O)CH_3, -C(=O)$CH(NH_2)$-CH_2OH, –$C(NH_2)$=NH, or CH_3.

82. The compound of claim 73 wherein R_{2a} is amino, piperidin-4-yl-amino, piperiazine-1-yl optionally substituted with benzimidazole-2-yl, pyridin-4-yl, piperidin-4-yl optionally substituted at the 1-yl position with -C(=O)CH_3, -C(=O)$CH(NH_2)$-CH_2OH, –$C(NH_2)$=NH, or CH_3, 4-amino-piperdin-1-yl, 3-amino-phen-1-yl, 3-amino-cyclopent-1-yl, cyclohexyl optionally substituted at the 3-yl or 4-yl position with NH_2, 4-hydroxypyrrolidin-2-yl, piperazin-1-yl-methyl, 4-(benzimidazole-2-yl-methyl)piperazin-1-yl-methyl, or S-alkyl-phthalyl where said alkyl has from 2 to 4 carbons.

83. The compound of claim 73 wherein R_{2a} is piperidin-4-yl optionally substituted at the 1-yl position with -C(=O)CH_3, -C(=O)$CH(NH_2)$-CH_2OH, –$C(NH_2)$=NH, or CH_3.

84. The compound of claim 75 wherein R_{2a} is piperidin-4-yl optionally substituted at the 1-yl position with -C(=O)CH_3, -C(=O)$CH(NH_2)$-CH_2OH, –$C(NH_2)$=NH, or CH_3.

85. The compound of claim 73 wherein R_{2a} is piperidin-4-yl.

86. The compound of claim 75 wherein R_{2a} is piperidin-4-yl.

87. The compound of claim 73 wherein R_{2a} is NH_2.

B2 Cont

88. The compound of claim 75 wherein R_{2a} is NH_2.

89. The compound of claim 86 wherein R_{30} is alkyl substituted with -C(=O)-R_5.

90. The compound of claim 89 wherein R_5 is –NHNHR_6, or –NHN=CH-R_6.

91. The compound of claim 90 wherein R_5 is –NHNHR_6.

92. The compound of claim 90 wherein R_5 is –NHN=CH-R_6.

93. The compound of claim 91 wherein R_6 is -C(=O)-NH-aryl, -C(=O)-NH-cycloalkyl, -C(=S)-NH-aryl, arylsulfonyl, heteroarylsulfonyl, heterocycloalkyl, arylaminocarbonyl, cycloalkylaminocarbonyl, -C(=S)-NH-alkylene-R_{21} where R_{21} is heteroaryl or heterocycloaryl, or a saturated hydrocarbon fused ring system optionally having an aryl ring fused thereto, said ring system being optionally substituted with up to three alkyl groups on the alkyl or aryl rings thereof;

wherein any of said R_6 groups can be optionally substituted with up to 3 groups selected from $NR_{15}R_{16}$, NO_2, a moiety of formula -OC_2CH_2-O- attached to adjacent atoms of said R_6 group, aryl, C_{1-6} alkoxy, carboxy, or C_{1-6} trihaloalkoxy.

94. The compound of claim 92 wherein R_6 is aryl or heteroaryl optionally substituted with up to 3 groups selected from OH, C_{1-6} alkoxy, NO_2, C_{1-6} trihaloalkoxy, C_{1-6} trihaloalkyl, aryl, arylalkyloxy, and a moiety of formula -OC_2CH_2-O- attached to adjacent atoms of said R_6 group.

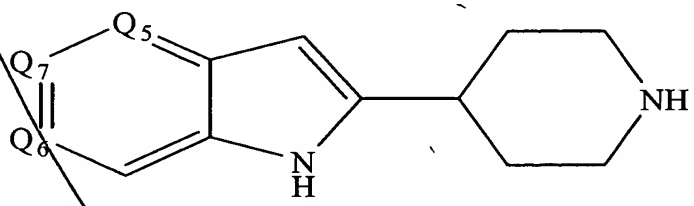
95. A compound as described in Table, *supra*.

96. The compound of claim 86 wherein R_{30} has the formula -$(CH_2)_q$-L_4 where q is 0 to 6 and L_4 is aryl, heteroaryl or heterocycloalkyl, arylsulfonamino, arylcarboxyamino

or -S-heteroaryl, where each of said L_4 is optionally substituted with up to three substituents selected from halogen and NO_2.

97. The compound of claim 96 wherein said L_4 is maleimido, succinimido, phthalimido, naphthalimido, pyromellitic diimido, phenylsulfonamido, phenylcarboxamido, benzopyrrolidine, benzimidazole, triazole, or -S-benzimidazole.

98. A compound of Formula:



wherein:

Q_5 is CH or N;

Q_6 is C-R_{61} or N;

Q_7 is C-R_{60} or N;

R_{60} and R_{61} are each independently H, halogen, C_{1-6} alkyl, trihaloalkyl, or C_{1-6} alkoxy;

provided that when Q_6 is C-R_{61}, Q_7 is C-R_{60} and Q_5 is CH, then R_{60} and R_{61} are not both H.

99. The compound of claim 98 wherein Q_5 is N.

100. The compound of claim 98 wherein Q_6 is N.

101. The compound of claim 98 wherein Q_7 is N.

101. The compound of claim 98 wherein Q_5 is N, Q_6 is C-R_{61} and Q_7 is C-R_{60}.

102. The compound of claim 98 wherein Q_7 is N, Q_6 is C-R_{61} and Q_5 is CH.

103. The compound of claim 98 wherein Q_5 is N, Q_6 is N and Q_7 is C-R_{60}.

104. The compound of claim 98 wherein Q_5 is CH, Q_6 is R_{61} and Q_7 is C-R_{60}.

105. The compound of claim 104 wherein R_{60} and R_{61} are each independently H, Br, Cl, methoxy, methyl or trifluoromethyl.

106. The compound of claim 104 wherein R_{60} is OCH_3 and R_{61} is H, or R_{60} is CH_3 and R_{61} is H, or R_{60} is Br and R_{61} is H, or R_{60} is Cl and R_{61} is H, or R_{60} is CF_3 and R_{61} is H, or R_{60} is Cl and R_{61} is CH_3, or R_{60} and R_{61} are both Cl.